

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- X

AFFIDAVIT OF NON-LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF INDIANA)
) ss:
COUNTY OF ALLEN)

Ronald Rumschlag, being duly sworn, deposes and says:

1. I am a principal of DuCharme, McMillen & Associates, Inc. ("DMA"), which firm maintains offices at 6610 Mutual Drive, Fort Wayne, Indiana 46825.
2. Neither I, DMA, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. DMA, has represented and advised the Debtors in state and local taxation with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and DMA has agreed, to continue to represent and advise the Debtors pursuant to section 327(a) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and DMA proposes, to render the following services to the Debtors: preparing amended income tax returns.
5. DMA current fees arrangement is:
 - a. A fixed fee of \$100 for each separate company state tax return prepared.
 - b. Notwithstanding 3a, the total fixed fee shall not exceed \$500 for each of the states of Ohio, Oklahoma and South Carolina.
 - c. A fixed fee of \$150 for each separate company state tax return prepared for consolidated/combined/unitary states.

- d. A fixed fee of \$25 for each separate company city tax return prepared.
- e. Reimbursement for all ordinary and necessary expenses, including travel expenses, incurred to perform these services.

6. Except as set forth herein, no promises have been received by DMA or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. DMA has no agreement with any entity to share with such entity any compensation received by DMA.


8. DMA and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. DMA does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, DMA, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which DMA is to be engaged.

10. In view of the foregoing, DMA is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

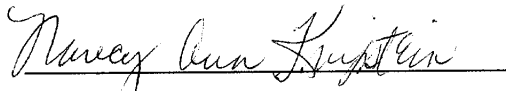
11. The foregoing constitutes the statement of DMA pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



Ronald Rumschlag

Subscribed and sworn before me
this 14th day of Feb., 2005/6



Nancy Ann Kumpstein

Notary Public

NANCY ANN KUMPSTEIN
Notary Public, State of Indiana
County of Allen

My Commission Expires Nov. 15, 2009

CERTIFICATE OF SERVICE

DuCharme, McMillen & Associates, Inc, hereby certifies that on February 14, 2006 served a copy of the Affidavit of Non-Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy, MI 48098
U.S.A.

Latham & Watkins
Attention: Mark A. Broude, Esq.
885 Third Avenue
New York, N.Y. 10022
U.S.A.

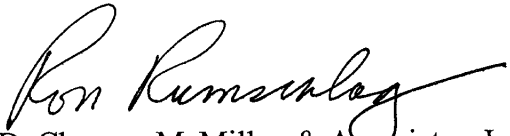
Skadden, Arps, Slate, Meagher & Flom
Attention: John W. Butler, Jr., Esq.
333 West Wacker Drive
Suite 2100
Chicago, IL 60606
U.S.A.

Simpson Thacher & Bartlett LLP
Attention: Marissa Wesley, Esq.
425 Lexington Avenue
New York, N.Y. 10017
U.S.A.

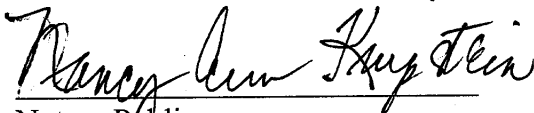
United States Trustee
Attention: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, N.Y. 10044
U.S.A.

Davis Polk & Wardwell
Attention: Marlane Melican, Esq.
450 Lexington Avenue
New York, N.Y. 10017
U.S.A.

Dated: 2-10-06


DuCharme, McMillen & Associates, Inc.
Ron Rumschlag, CFO, Controller
6610 Mutual Drive
Fort Wayne, IN 46825

Sworn before me this 10th day of February,
2006.


Notary Public

NANCY ANN KNIPSTEIN
Notary Public, State of Indiana
County of Allen
My Commission Expires Nov. 15, 2009